

Unocal Corporation

9212447



FILED

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James C. Keston
SECRETARY OF STATE

**CERTIFICATE OF INCORPORATION OF
UNOCAL CORPORATION**

FIRST The name of this corporation is:

UNOCAL CORPORATION

SECOND The name and address of the registered agent of the corporation in the State of Delaware is:

The Corporation Trust Company
100 West Tenth Street
Wilmington, New Castle County, Delaware

THIRD The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware

FOURTH The total amount of capital stock which this corporation has the authority to issue is 260,000,000 shares of common stock \$1.00 par value per share

FIFTH The name and mailing address of the incorporator of the corporation is as follows:

Name
George C. Bond

Mailing Address
P O Box 7600
Los Angeles, California 90051

SIXTH New bylaws may be adopted or the bylaws may be amended or repealed by a vote of seventy-five percent of the outstanding stock of the corporation entitled to vote thereon. Bylaws may also be adopted, amended or repealed by the Board of Directors as provided or permitted by law; however, any bylaw amendment adopted by the Board of Directors increasing or reducing the authorized number of directors shall require a resolution adopted by the affirmative vote of not less than seventy-five percent of the directors

SEVENTH The number of directors which shall constitute the whole Board of Directors of the corporation shall be as specified in the bylaws of the corporation, subject to the provisions of Article SIXTH hereof and this Article SEVENTH. The board is divided into three classes, Class I, Class II and Class III. Such classes shall be as nearly equal in number of directors as possible. Each director shall serve for a term ending on the third annual meeting following the annual meeting at which such director was elected; provided, however, that the directors first elected to Class I shall serve for a term ending on the annual meeting next following the end of the calendar year 1983, the directors first elected to Class II shall serve for a term ending on the second annual meeting next following the end of the calendar year 1983, and the directors first elected to Class III shall serve for a term ending on the third annual meeting next following the end of the calendar year 1983. The foregoing notwithstanding, each director shall serve until his successor shall have been duly elected and qualified, unless he shall resign, become disqualified, disabled or shall otherwise be removed.

At each annual election, the directors chosen to succeed those whose terms then expire shall be of the same class as the directors they succeed, unless, by reason of any intervening changes in the authorized number of directors, the Board shall designate one or more directorships whose term then expires as directorships of another class in order more nearly to achieve equality of number of directors among the classes.

Notwithstanding the rule that the three classes shall be as nearly equal in number of directors as possible, in the event of any change in the authorized number of directors each director then continuing to serve as such shall nevertheless continue as a director of the class of which he is a member until the expiration of his current term, or his prior death, resignation or removal. If any newly created directorship may, consistent with the rule that the three classes shall be as nearly equal in number of directors as possible, be allocated to one or two or more classes, the Board shall allocate it to that of the available classes whose term of office is due to expire at the earliest date following such allocation.

EIGHTH: The affirmative vote of the holders of not less than seventy-five percent of the outstanding stock of the corporation entitled to vote shall be required for approval if (1) this corporation merges or consolidates with any other corporation if such other corporation and its affiliates singly or in the aggregate are directly or indirectly the beneficial owners of more than ten percent (10%) of the total voting power of all outstanding shares of the voting stock of this corporation (such other corporation being herein referred to as a "Related Corporation"), or if (2) this corporation sells or exchanges all or a substantial part of its assets to or with such Related Corporation, or if (3) this corporation issues or delivers any stock or other securities of its issue in exchange or payment for any properties or assets of such Related Corporation or securities issued by such Related Corporation, or in a merger of any affiliate of this corporation with or into such Related Corporation or any of its affiliates, provided, however, that the foregoing shall not apply to any such merger, consolidation, sale or exchange, or issuance or delivery of stock or other securities which was (i) approved by resolution of the Board of Directors adopted by the affirmative vote of not less than seventy-five percent of the directors prior to the acquisition of the beneficial ownership of more than ten percent (10%) of the total voting power of all outstanding shares of the voting stock of the corporation by such Related Corporation and its affiliates, nor shall it apply to any such transaction solely between this corporation and another corporation fifty percent (50%) or more of the voting stock of which is owned by this corporation. For the purposes hereof, an "affiliate" is any person (including a corporation, partnership, trust, estate or individual) who directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified. "Control" means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract, or otherwise, and in computing the percentage of outstanding voting stock beneficially owned by any person the shares outstanding and the shares owned shall be determined as of the record date fixed to determine the stockholders entitled to vote or express consent with respect to such proposal. The stockholder vote, if any, required for mergers, consolidations, sales or exchanges of assets or issuances of stock or other securities not expressly provided for in this Article, shall be such as may be required by applicable law. A "substantial part" of the corporation's assets shall mean assets comprising more than ten percent of the book value or fair market value of the total assets of the corporation and its subsidiaries taken as a whole.

NINTH: No action shall be taken by the stockholders except at an annual or special meeting of stockholders. No action shall be taken by stockholders by written consent.

TENTH: Special meetings of the stockholders of the corporation for any purpose or purposes may be called at any time by the Board of Directors, or by a majority of the members of the Board of Directors, or by a committee of the Board of Directors which has been duly designated by the Board of Directors and whose powers and authority, as provided in a resolution of the Board of Directors or in the by-laws of the corporation, include the power to call such meetings, but such special meetings may not be called by any other person or persons, provided, however, that if and to the extent that:

any special meeting of stockholders may be called by any other person or persons specified in any provisions of this Certificate of Incorporation or any amendment thereto, then such special meeting may also be called by the person or persons, in the manner, at the times and for the purposes so specified.

ELEVENTH The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation. Notwithstanding the foregoing, the provisions set forth in Articles SIXTH, SEVENTH, EIGHTH, NINTH, TENTH and this Article ELEVENTH may not be repealed or amended in any respect unless such repeal or amendment is approved by the affirmative vote of the holders of not less than seventy-five percent of the total voting power of all outstanding shares of voting stock of this corporation.

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of the Delaware General Corporation Law, does hereby make and file this certificate

**CERTIFICATE OF MERGER
OF
UNOCAL CORPORATION
WITH AND INTO
BLUE MERGER SUB INC.**


(Pursuant to Section 251
of the General Corporation Law of the State of Delaware)

Blue Merger Sub Inc., a Delaware corporation, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations is as follows:
 - a. Blue Merger Sub Inc., a Delaware corporation; and
 - b. Unocal Corporation, a Delaware corporation.
2. An agreement and plan of merger, as amended (the "Agreement and Plan of Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation is Blue Merger Sub Inc., a Delaware corporation (the "Surviving Corporation").
4. The Certificate of Incorporation of Blue Merger Sub Inc., as in effect immediately prior to the merger, shall be the Certificate of Incorporation of the Surviving Corporation.
5. At the time of the merger, Article I of the Certificate of Incorporation of the Surviving Corporation shall be amended to state:

The name of the corporation is Unocal Corporation.
6. The executed Agreement and Plan of Merger is on file at the office of the Surviving Corporation at 6001 Bollinger Canyon Rd., San Ramon, CA 94583.
7. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without any cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, Blue Merger Sub Inc. has caused this Certificate to be signed as of this 10th day of August, 2005.

By: 
Name: Kimberley C. Schafer
Title: Assistant Corporate Secretary

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "UNOCAL CORPORATION" HAS FILED THE FOLLOWING DOCUMENTS:

CERTIFICATE OF INCORPORATION, FILED THE EIGHTEENTH DAY OF MARCH, A.D. 1983, AT 2 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE FIRST DAY OF MAY, A.D. 1986, AT 10 O'CLOCK A.M.

CERTIFICATE OF CORRECTION, FILED THE TWENTY-SECOND DAY OF MAY, A.D. 1986, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE FIFTH DAY OF MAY, A.D. 1987, AT 10 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE SIXTH DAY OF FEBRUARY, A.D. 1990, AT 12 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE FOURTH DAY OF MAY, A.D. 1990, AT 9 O'CLOCK A.M.

CERTIFICATE OF CORRECTION, FILED THE TWENTY-SECOND DAY OF JULY, A.D. 1992, AT 1:40 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-SECOND DAY OF JULY, A.D. 1992, AT 1:41 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-FOURTH DAY OF



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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8845171

DATE: 06-20-11

Delaware

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The First State

JULY, A.D. 1992, AT 12 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-SEVENTH DAY OF
JULY, A.D. 1999, AT 12 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE FIRST DAY OF OCTOBER, A.D.
1999, AT 3 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE SEVENTH DAY OF
JANUARY, A.D. 2000, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE THIRTY-FIRST DAY OF
JANUARY, A.D. 2000, AT 9 O'CLOCK A.M.

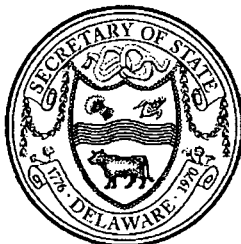
RESTATED CERTIFICATE, FILED THE THIRTY-FIRST DAY OF JANUARY,
A.D. 2000, AT 9:05 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TENTH DAY OF AUGUST, A.D.
2005, AT 2:05 O'CLOCK P.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "UNOCAL CORPORATION".

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at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8845171

DATE: 06-20-11